

59256  
RECORDATION NO. 7996-B  
Filed & Recorded

DEC 19 1975 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of  
November 1, 1975, among Southern Railway  
Company (hereinafter called the Lessee),  
Citizens Bank and Trust Company of Maryland  
(hereinafter called the Lessor) and First  
Security Bank of Utah, National Association,  
as agent (hereinafter called the Assignee).

WHEREAS the Lessee and the Lessor have entered  
into a Lease of Railroad Equipment dated as of June 15,  
1975 (hereinafter called the Lease);

WHEREAS the Lessor and the Assignee have entered  
into an Assignment of Lease and Agreement dated as of June  
15, 1975 (hereinafter called the Assignment);

WHEREAS the Lease and the Assignment were filed  
and recorded with the Interstate Commerce Commission pur-  
suant to Section 20c of the Interstate Commerce Act on  
July 16, 1975, at 3:40 p.m., and were assigned recordation  
numbers 7996-B and 7996-C, respectively; and

WHEREAS the Lessee and the Lessor now desire to  
amend the Lease;

NOW, THEREFORE, in consideration of the mutual  
covenants and agreements herein contained, the parties  
hereto hereby agree as follows:

1. § 3 of the Lease is hereby amended to insert the words "clause (b) of" before the words "the penultimate paragraph" in the second sentence of the first paragraph thereof.

2. Schedule B to the Lease is hereby amended to substitute the percentage "4.706%" for the percentage "5.27000%" in Item 1 thereof.

3. The Lessee and the Lessor represent and warrant to the Assignee that the rental payments set forth in § 3 of the Lease, as amended hereby, are sufficient to satisfy (a) the obligations of the Lessor for payment of principal and interest on the conditional sale indebtedness incurred by the Lessor pursuant to the Conditional Sale Agreement dated as of June 15, 1975, between the Lessor and General Motors Corporation (Electro-Motive Division) and (b) the obligations of the Lessor set forth in the penultimate paragraph of Paragraph 8 of the Participation Agreement dated as of June 15, 1975, as amended, among the Lessee, the Lessor, Liberty National Bank and Trust Company of Louisville, the Assignee and the parties named in Schedule B thereto.

4. The Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

5. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

6. Except as amended hereby, the Lease and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SOUTHERN RAILWAY COMPANY,

by H. G. Fiecher  
CHM Vice President

[Corporate Seal]

Attest:

Walter D. Edwards  
 Assistant Secretary

CITIZENS BANK AND TRUST  
 COMPANY OF MARYLAND,

by John A. Miller  
 EXECUTIVE - Vice President

[Corporate Seal]

Attest:

James H. Thomas  
 Assistant Secretary

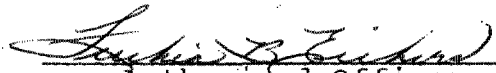
FIRST SECURITY BANK OF  
UTAH, NATIONAL ASSOCIATION,  
as agent,

by 

Authorized Officer

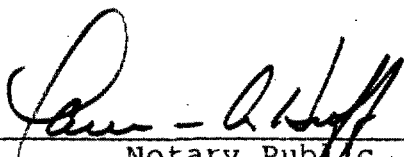
[Corporate Seal]

Attest:

  
Authorized Officer

DISTRICT OF COLUMBIA ) ss.:

On this 5<sup>th</sup> day of December ~~November~~ 1975, before me personally appeared K. A. Strecker, to me personally known, who being by me duly sworn, says that he is Vice President of Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

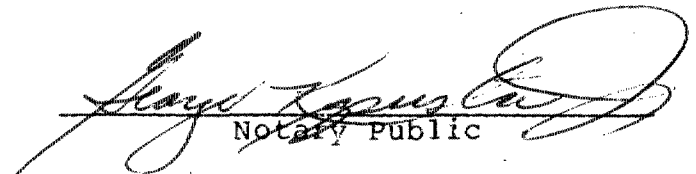
[Notarial Seal]

My Commission expires

LAWRENCE A. HUFF  
NOTARY PUBLIC  
IN AND FOR THE DISTRICT OF COLUMBIA  
MY COMMISSION EXPIRES JUNE 30, 1977

STATE OF MARYLAND,                    )  
  ) SS.:  
COUNTY OF PRINCE GEORGES,)

On this 2<sup>ND</sup> day of DECEMBER 1975, before me personally appeared JOHN A. MILLER, to me personally known, EXECUTIVE who being by me duly sworn, says that he is Vice President of Citizens Bank and Trust Company of Maryland, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

My Commission expires

July 1, 1978

STATE OF UTAH,                    )  
                                      ) SS.:  
COUNTY OF SALT LAKE,        )

On this 28th day of November 1975, before me personally appeared Robert S. Clark., to me personally known, who being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Julia B. Ferris  
Notary Public

[Notarial Seal]

My Commission expires

May 23 1979